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Registre de Commerce et des Sociétés
B135597 - L150112548
déposé le 30/06/2015

MENTION

Nom de la Société : **Level 3 Communications S.à r.l.**

Siège Social : **208, Val des Bons Malades**
L - 2121 Luxembourg

N° du Registre de Commerce : **B – 135 597**

Les comptes annuels au **31 décembre 2014** ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.

Pour mention aux fins de publications au Mémorial, Recueil Spécial des Sociétés et Associations.

Un Mandataire

Document émis électroniquement

Registre de Commerce et des Sociétés
B135597 - L150112548
enregistré et déposé le 30/06/2015

RCSL Nr. : B135597	Matricule : 2007 2470 002

ABRIDGED BALANCE SHEET

Financial year from 01 01/01/2014 **to** 02 31/12/2014 *(in* 03 EUR *)*

Level 3 Communications

208, Val des Bons Malades
L-2121 Luxembourg

ASSETS

	Reference(s)		Current year		Previous year
A. Subscribed capital unpaid	1101	101		102	
I. Subscribed capital not called	1103	103		104	
II. Subscribed capital called but unpaid	1105	105		106	
B. Formation expenses	1107	107		108	
C. Fixed assets	1109	109	35.177,96	110	23.742,19
I. Intangible fixed assets	1111	111		112	
II. Tangible fixed assets	1125	125	35.177,96	126	23.742,19
III. Financial fixed assets	1135	135		136	
D. Current assets	1151	151	207.343,56	152	654.864,61
I. Inventories	1153	153		154	
II. Debtors	1163	163	151.821,41	164	614.830,25
a) becoming due and payable within one year	1203	203	151.821,41	204	614.830,25
b) becoming due and payable after more than one year	1205	205		206	
III. Transferable securities and other financial instruments	1189	189		190	
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1197	197	55.522,15	198	40.034,36
E. Prepayments	1199	199	211.502,19	200	268.685,75
TOTAL (ASSETS)		201	454.023,71	202	947.292,55

The notes in the annex form an integral part of the annual accounts

RCSL Nr. : B135597	Matricule : 2007 2470 002

LIABILITIES

		Reference(s)		Current year		Previous year
A. Capital and reserves	1301		301	-210.447,70	302	-197.643,46
I. Subscribed capital	1303		303	12.500,00	304	12.500,00
II. Share premium and similar premiums	1305		305		306	
III. Revaluation reserves	1307		307		308	
IV. Reserves	1309		309		310	
V. Profit or loss brought forward	1319		319	-210.143,46	320	-152.140,66
VI. Profit or loss for the financial year	1321		321	-12.804,24	322	-58.002,80
VII. Interim dividends	1323		323		324	
VIII. Capital investment subsidies	1325		325		326	
IX. Temporarily not taxable capital gains	1327		327		328	
B. Subordinated debts	1329		329		330	
a) becoming due and payable within one year	1425		425		426	
b) becoming due and payable after more than one year	1427		427		428	
C. Provisions	1331		331		332	
D. Non subordinated debts	1339		339	664.471,41	340	1.144.936,01
a) becoming due and payable within one year	1407		407	664.471,41	408	1.144.936,01
b) becoming due and payable after more than one year	1409		409		410	
E. Deferred income	1403		403		404	
TOTAL (LIABILITIES)			405	454.023,71	406	947.292,55

RCSL Nr. : B135597	Matricule : 2007 2470 002

ABRIDGED PROFIT AND LOSS ACCOUNT

Financial year from 01 01/01/2014 **to** 02 31/12/2014 *(in* 03 EUR)

Level 3 Communications

208, Val des Bons Malades
L-2121 Luxembourg

A. CHARGES

	Reference(s)	Current year	Previous year
1. to 2. Gross loss (less B.1 to B.3 and B.5)	1643	643	644
3. Staff costs	1605	605	606
a) Salaries and wages	1607	607	608
b) Social security on salaries and wages	1609	609	610
c) Supplementary pension costs	1611	611	612
d) Other social costs	1613	613	614
4. Value adjustments	1615	615 6.189,87	616 2.676,93
a) on formation expenses and on tangible and intangible fixed assets	1617	617 6.189,87	618 2.676,93
b) on current assets	1619	619	620
5. Other operating charges	1621	621 387.221,17	622 395.747,52
6. Value adjustments and fair value adjustments on financial fixed assets	1623	623	624
7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities	1625	625	626
8. Interest and other financial charges	1627	627 29.743,20	628 80.696,50
a) concerning affiliated undertakings	1629	629 28.522,56	630 80.696,50
b) other interest and similar financial charges	1631	631 1.220,64	632
9. Share of losses of undertakings accounted for under the equity method	1649	649	650

The notes in the annex form an integral part of the annual accounts

		Reference(s)		Current year		Previous year
10. Extraordinary charges	1633		633		634	
11. Income tax	1635		635	3.210,00	636	-6.672,12
12. Other taxes not included in the previous caption	1637		637		638	
13. Profit for the financial year	1639		639	0,00	640	0,00
TOTAL CHARGES			641	426.364,24	642	472.448,83

RCSL Nr. : B135597	Matricule : 2007 2470 002

B. INCOME

		Reference(s)		Current year		Previous year
1. to 3. and 5. Gross profit (less A.1 and A.2)	1739		739	413.560,00	740	414.446,03
4. Reversal of value adjustments	1707		707		708	
a) on formation expenses and on tangible and intangible fixed assets	1709		709		710	
b) on current assets	1711		711		712	
6. Income from financial fixed assets	1715		715		716	
a) derived from affiliated undertakings	1717		717		718	
b) other income from participating interests	1719		719		720	
7. Income from financial current assets	1721		721		722	
a) derived from affiliated undertakings	1723		723		724	
b) other income from financial current assets	1725		725		726	
8. Other interest and other financial income	1727		727		728	
a) derived from affiliated undertakings	1729		729		730	
b) other interest and similar financial income	1731		731		732	
9. Share of profits of undertakings accounted for under the equity method	1745		745		746	
10. Extraordinary income	1733		733		734	
13. Loss for the financial year	1735		735	12.804,24	736	58.002,80
TOTAL INCOME			737	426.364,24	738	472.448,83

Level 3 Communications S.à.r.l.

Société a responsibilité Limitée

Annual accounts as at 31 December 2014

208, Val des Bons Malades
L-2121 Luxembourg
R.C.S. Luxembourg B.135 597
Subscribed capital: EUR 12,500.00

Notes to the annual accounts as at 31 December 2014

Note 1 – General Information

Level 3 Communications S.à r.l. (hereafter "the Company") was incorporated on 21 December 2007 and is organised under the laws of Luxembourg as a "société à responsabilité limitée" for an unlimited period.

On 27 February 2013, the registered office of the Company was transferred from 18, rue Robert Stumper, L-2557 Luxembourg to 208, Val des Bons Malades, L-2121 Luxembourg.

The Company's financial year begins on the first day of January and ends on the last day of December of each year.

The main activity of the Company is to carry out all activities related to IT and telecommunications, including construction, roll-out and operation of any network or infrastructure; the sale, distribution and maintenance of any telecommunications or IT services such as access, voice or other services, for its own account or for third parties, and the development, the design and the deployment of IT and telecommunications solutions.

The Company may acquire, rent, lease, build, sell or exchange any movable or real estate assets, exploitation goods or equipment, and, in general, carry out any commercial, industrial or financial activities which are directly or indirectly related to its purpose, including any subcontracting and the exploitation of any intellectual property rights, or any industrial or commercial property rights related thereto. The Company may acquire, as investment, any movable or real estate assets, even if these assets are not directly or indirectly related to its purpose.

The Company can provide for the management and the liquidation of any affiliated companies or to any companies with which it has an equity link, and it can grant any loans to such companies, whatever the form or the term may be, or any security for these companies. It can participate by way of a contribution in cash or in kind to any existing company or company to be incorporated, in Luxembourg or abroad, with a purpose identical, similar or related to its purpose or which could promote the development of its purpose. This list is exemplary and not exhaustive.

The ultimate parent company of the Company is Level 3 Communications, Inc., a company registered in the United States of America. The results of the Company are consolidated into Level 3 Communications, Inc., whose accounts can be obtained from Investor Relations, Level 3 Communications, Inc., 1025 Eldorado Boulevard, Broomfield, CO 80021, United States of America.

Notes to the annual accounts as at 31 December 2014

Note 2 – Summary of significant accounting policies

2.1 Basis of preparation

The annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention.

Accounting policies and valuation rules are, besides the ones laid down by the Law of 19 December 2002, as amended, determined and applied by the Board of Managers.

The preparation of the accounts requires the use of certain critical accounting estimates. It also requires the Board of Managers to exercise its judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. The Board of Managers believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The annual accounts are drawn up on a going concern basis notwithstanding the fact that the Company has net liabilities amounting to EUR 210,448 as of 31 December 2014 (2013: net liabilities of EUR 197,643). The continuation of the Company's operations is dependent upon future profitable operations, the continued financial support of the Partners and the ability of the Company to generate sufficient cash flows to meet its future obligations.

2.2 Significant accounting policies

The main valuation rules applied by the Company are the following:

2.2.1 Tangible assets

Tangible assets are valued at purchase price including the expenses incidental thereto or at production cost. Tangible assets are amortised over their estimated useful economic lives.

The amortisation rates and methods applied are as follows:

	Years of Amortisation	**Amortisation Method**
Other fixtures and fittings, tools and equipment	7-15	Linear

Where the Company considers that a tangible asset has suffered a durable depreciation in value, an additional write-down is recorded to reflect this loss. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Notes to the annual accounts as at 31 December 2014

2.2.2 Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.2.3 Foreign currency translation

The Company maintains its books and records in EUR. Transactions expressed in currencies other than EUR are translated into EUR at the exchange rate effective at the time of the transaction. Long-term assets expressed in currencies other than EUR are translated into EUR at the exchange rate effective at the time of the transaction. At the balance sheet date, these assets and liabilities remain translated at historical exchange rates.

Cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange losses and gains are recorded in the profit and loss account of the year.

Other assets and liabilities are translated separately respectively at the lower or at the higher of the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. The unrealized exchange losses are recorded in the profit and loss account. The exchange gains are recorded in the profit and loss account the moment of their realization.

2.2.4 Prepayments

This asset item includes expenditures incurred during the financial year but relating to a subsequent financial year.

2.2.5 Non-subordinated debts

Non-subordinated debts are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is recorded in the profit and loss account when the debt is issued.

2.2.6 Net turnover

The net turnover comprises the amounts derived from the sale of products or the provision of services falling within the Company's activities, after deduction of sales rebates and value added tax and other taxes directly linked to the turnover.

Notes to the annual accounts as at 31 December 2014

Note 3 – Tangible assets

	Other fixtures and fittings, tools and equipment (EUR)
Gross book value – opening balance	**33,634.08**
Additions for the year	17,625.64
Gross book value – closing balance	**51,259.72**
Accumulated value adjustment – opening balance	**((9,891.89)**
Allocations for the year	(6,189,87)
Accumulated value adjustment – closing balance	**(16,081.76)**
Net book value – closing balance	**35,177.96**
Net book value – opening balance	23,742.19

Other fixtures and fittings, tools and equipment are composed of office equipment and computer fixtures as well as electrical setup and fibers cabling.

Note 4 - Debtors

Debtors becoming due and payable within one year are made of the following:

	2014 (EUR)	2013 (EUR)
Amounts owed by affiliated undertakings:		
-Amount owed by Level 3 Europe B.V. (see note 9)	-	81,235.88
-Amount owed by other's	-	415,936.16
Tax and social security receivables:		
-VAT receivable (Luxembourg)	151,821.44	117,658.02
	151,821.44	**614,830.06**

Note 5 – Prepayments and accrued income

Deferred charges and income are mainly composed of prepaid network expense in 2014.

Notes to the annual accounts as at 31 December 2014

Note 6 – Subscribed capital

The subscribed capital amounts of EUR 12,500.00 (EUR 12,500.00 in 2013) and is divided into 100 shares fully paid-up with a nominal value per share of EUR 125.00.

Note 7 – Legal reserve

The Company is required to allocate a minimum of 5% of its annual net income to a legal reserve, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

Note 8 – Movements for the year on the profit/loss items

	Loss brought forward (EUR)	Loss for the financial year (EUR)
As at January 1 2014	**(152,140.66)**	**(58,002.80)**
Allocation of the previous year's loss	(58,002.80)	58,002.80
Loss for the financial year	-	(12,804.24)
As at 31 December 2014	**(210,143.46)**	**(12,804.24)**

Note 9 – Non-subordinated debts

Non-subordinated debts becoming due and payable within one year are made of the following:

	2014 (EUR)	2013 (EUR)
Amounts owed to affiliated undertakings		
- Amount owed to Level 3 Communications Belgium S.A.	47,923.62	47,923.62
- Partner's advance	500.00	500.00
- Amount owed to Level 3 International Inc.	153,515.17	153,515.17
- Amount owed to Level 3 Communications LLC	1,577.11	1,040.17
- Amount owed to Level 3 Holdings BV	346,581.08	873,760.34
- Amount owed to Level 3 Communications GmbH	-	20,022.70
- Amount owed to Level 3 Communications Limited	16,793.44	-
- Amount owed to Level 3 Communications Europe BV	2,423.63	-
- Amount owed to Level 3 Communications PEC Service Europe	1,912.97	-
	571,227.02	1,096,762.00
Tax and social security debt	3,210.00	
Trade payables	90,034.39	48,174.01
	93,244.39	48,174,01
	664,471.41	1,144,936.01

With the exception of amounts owed to Level 3 Holdings BV, amounts owed to affiliated undertakings do not bear interest.

Note 10 - Net turnover

Net turnover for the year is composed of costs recharged to the group company Level 3 Communications PEC Services Europe Limited.

Note 11 - Tax status

The Company is subject in Luxembourg to the general tax regulations applicable to commercial companies.

Note 12 - Off balance sheet commitments

The Company has no off-balance sheet commitment at year end.

Note 13 - Subsequent events

No significant event has occurred since the balance sheet date.

Note 14 – Approval of Financial Statements

These financial statements have been approved by the Directors on 17 June 2015.